

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re:** :  
: **Chapter 11**  
**SEARS HOLDINGS CORPORATION, et al.,** :  
: **Case No. 18-23538 (RDD)**  
: **(Jointly Administered)**  
**Debtors.<sup>1</sup>** :  
-----X

**AFFIDAVIT OF SERVICE**

I, Noa A. Marcus depose and say that I am employed by Prime Clerk LLC (“**Prime Clerk**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On August 31, 2021, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served (1) by the method set forth on the Master Service List attached hereto as **Exhibit A**; (2) by first class mail and email on M-III Partners, Attn: William Gallagher, Authorized Signatory (KMART Corporation), 1700 Broadway, 19th Fl., New York, NY, 10019, wgallagher@m3-partners.com; ( 3 ) by first class mail on Mohamed Nasser Saeed & Qasem Kaid Saleh Nasser, 1177 Marks Ct., Dinuba, CA, 93618; (4) delivered via overnight mail to the Chambers of Honorable Robert Drain, US Bankruptcy Court SDNY, 300 Quarropas Street, Rm 248, White Plains, NY 10601; and (5) via overnight mail and email on the Office of the United States Trustee for Region 2, Attn: Paul Schwartzberg and Richard Morrissey,

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

201 Varick Street, Suite 1006, New York, NY 10014, richard.morrissey@usdoj.gov,  
paul.schwartzberg@usdoj.gov:

- Notice of De Minimis Asset Sale Dinuba, California [Docket No. 9786]

On August 31, 2021, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served (1) by the method set forth on the Master Service List attached hereto as **Exhibit A**; (2) delivered via overnight mail to the Chambers of Honorable Robert Drain, US Bankruptcy Court SDNY, 300 Quarropas Street, Rm 248, White Plains, NY 10601; and (3) via overnight mail and email on the Office of the United States Trustee for Region 2, Attn: Paul Schwartzberg & Richard Morrissey, 201 Varick Street, Suite 1006, New York, NY 10014, richard.morrissey@usdoj.gov, paul.schwartzberg@usdoj.gov:

- Debtors' Thirty-Third Omnibus Objection to Proofs of Claim (To Reclassify or Disallow Claims) [Docket No. 9787]
- Debtors' Thirty-Fourth Omnibus Objection to Proofs of Claim (To Disallow and Expunge Asserted Secured Claims) [Docket No. 9788]

On August 31, 2021, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the 33<sup>rd</sup> Omnibus Service List attached hereto as **Exhibit B**:

- Notice of Hearing on Debtors' Thirty-Third Omnibus Objection to Proofs of Claim (To Reclassify or Disallow Claims), a copy of which is attached hereto as **Exhibit D**.

On August 31, 2021, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the 34<sup>th</sup> Omnibus Service List attached hereto as **Exhibit C**:

- Notice of Hearing on Debtors' Thirty-Fourth Omnibus Objection to Proofs of Claim (To Disallow and Expunge Asserted Secured Claims), a copy of which is attached hereto as **Exhibit E**.

*[Remainder of page intentionally left blank]*

Dated: September 3, 2021

/s/ Noa A. Marcus  
Noa A. Marcus

State of New York  
County of New York

Subscribed and sworn (or affirmed) to me on September 3, 2021, by Noa A. Marcus, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ Cindy C. Hosein-Mohan  
Notary Public, State of New York  
No. 01HO6295177  
Qualified in Nassau County  
Commission Expires December 30, 2021

**Exhibit A**

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## Exhibit A

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to State of Michigan, Department of Treasury	AG and Assistant AG for the State of Michigan, Dept. of Treasury	Attn: Dana Nessel, Juandisha M. Harris 3030 W. Grand Blvd. Cadillac Place, Ste. 10-200 Detroit MI 48202	harrisj12@michigan.gov	Email
Proposed Counsel to Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner One Bryant Park New York NY 10036	idizengoff@akingump.com pdublin@akingump.com aqureshi@akingump.com sbrauner@akingump.com	Email
Counsel to Svetlana Anderson ('Anderson')	Alderman & Alderman, LLC	Attn: Myles H. Alderman, Jr. 185 Asylum Street Hartford CT 06103	courts@alderman.com	Email
Attorneys for Aldine Independent School District	Aldine Independent School District	Attn: Pamela H. Walters, Johnetta Lang 2520 W.W. Thorne Drive Houston TX 77073	bnkatty@aldineisd.org	Email
As Agent Bayview Loan Servicing, LLC, the Bank of New York Mellon FKA the Bank of New York	Aldridge Pite, LLP	Attn: Jenelle C. Arnold 4375 Jutland Drive, Suite 200 P.O. Box 17933 San Diego CA 92177-0933	jarnold@aldridgepite.com	Email
Counsel to Morneau Shepell Ltd., in its capacity as administrator of the Sears Canada Inc. Registered Pension Plan	Allen & Overy LLP	Attn: Laura R. Hall & Joseph Badtke-Berkow 1221 Avenue of the Americas New York NY 10020	laura.hall@allenoverly.com joseph.badtke-berkow@allenoverly.com	Email
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Attn: James J. Vincequerra 90 Park Avenue New York NY 10016-1387	James.Vincequerra@alston.com	Email
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Attn: Leib M. Lerner 333 South Hope Street 16th Floor Los Angeles CA 90071	leib.lerner@alston.com	Email
Counsel to Sayville Menlo, LLC and Local Texas Tax	Ansell Grimm & Aaron, P.C.	Attn: Anthony J. D'Artiglio, Esq. 365 Rifle Camp Road Woodland Park NJ 07424	ajd@ansellgrimm.com	Email
Counsel to Community Unit School District 300	Archer & Greiner, P.C.	Attn: Allen G. Kadish, Lance A. Schildkraut 630 Third Avenue New York NY 10017	akadish@archerlaw.com lschildkraut@archerlaw.com	Email
Counsel to Rare Hospitality Management, LLC, Rare Hospitality International, Inc., Cheddars Casual Café, Inc., and Darden Restaurants, Inc.	Arent Fox LLP	Attn: Beth Brownstein 1301 Avenue of the Americas Floor 42 New York NY 10019	beth.brownstein@arentfox.com	Email
Counsel for AT&T and Turner Broadcasting Sales, Inc.	Arnold & Porter Kaye Scholer LLP	Attn: Brian J. Lohan, Esq., Ginger Clements, Esq. 70 West Madison Street Suite 4200 Chicago IL 60602	brian.lohan@arnoldporter.com ginger.clements@arnoldporter.com	Email

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## Exhibit A

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Shinn Fu Company of America, Inc.	Ashford – Schael LLC	Attn: Courtney A. Schael, Esq. 100 Quimby Street Suite 1 Westfield NJ 07090	CSchael@AshfordNJLaw.com	Email
Counsel to City Choice Limited	ASK LLP	Attn: Edward E. Neiger, Jennifer A. Christian 151 West 46th Street 4th Floor New York NY 10036	eneiger@askllp.com jchristian@askllp.com	Email
Counsel for Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession	ASK LLP	Attn: Joseph L. Steinfeld, Jr., Esq., Gary D. Underdahl, Esq., Kara E. Casteel, Esq., Brigitte G. McGrath, Esq., Edward E. Neiger, Esq. & Marianna Udem, Esq. 2600 Eagan Woods Drive Suite 400 St. Paul MN 55121	jsteinfeld@askllp.com gunderdahl@askllp.com bmcgrath@askllp.com kcasteel@askllp.com eneiger@askllp.com mudem@askllp.com	Email
Counsel for AT&T and Turner Broadcasting Sales, Inc.	AT&T Services Legal Department	Attn: James W. Grudus, Esq. One AT&T Way Room 3A115 Bedminster NJ 07921	Jg5786@att.com	Email
Interested Party	Austin Enterprises, LP.	Attn: J Connelly 5108 E. Clinton Way Ste. 109 Fresno CA 93727	jconnelly@austinenterpriseslp.com	Email
Counsel to 233 S. Wacker, LLC	Backenroth Frankel & Krinsky, LLP	Attn: Mark Frankel, Esq. 800 Third Avenue Floor 11 New York NY 10022	mfrankel@bfrklaw.com	Email
Counsel to American Greetings Corporation	Baker & Hostetler LLP	Attn: Ferve Khan 45 Rockefeller Plaza New York NY 10111	fkhan@bakerlaw.com	Email
Counsel to Brixmor Property Group, Inc., Federal Realty Investment Trust, and Fee Examiner Counsel to The Macerich Company, Starwood Retail Partners, LLC, Acadia Realty Limited Partnership, C.E. John Company, Inc., Centennial Real Estate Co., GS Pacific ER, LLC, PGIM Real Estate, Vintage Real Estate, LLC, WBCMT 2007-C33 Independence Center, LLC, and White Plains Galleria Limited Partnership	Ballard Spahr LLP	Attn: David L. Pollack, Vincent J. Marriott, III 52nd Floor - Mellon Bank Center 1735 Market Street Philadelphia PA 19103	pollack@ballardspahr.com marriott@ballardspahr.com	Email
	Ballard Spahr LLP	Attn: Dustin P. Branch 2029 Century Park East Suite 800 Los Angeles CA 90067-2909	branchd@ballardspahr.com	Email

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## Exhibit A

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Federal Realty Investment Trust, Acadia Realty Limited Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-C33 Independence Center LLC, Starwood Retail Partners LLC, Kravco Company, Brixmor Property Group, Inc., Centennial Real Estate Co., CenterCal Properties, LLC, C. E. Johns Company, Inc., GEM Realty Capital, Inc., GS Pacific ER, LLC, The Macerich Company, Vintage Real Estate, LLC, White Plains Galleria Limited Partnership, and Fee Examiner	Ballard Spahr LLP	Attn: Leslie C. Heilman, Matthew G. Summers, Tobey M. Daluz, Laurel D. Roglen, Chantelle D. McClamb 919 N. Market Street 11th Floor Wilmington DE 19801	heilmanl@ballardspahr.com summersm@ballardspahr.com daluzt@ballardspahr.com roglenl@ballardspahr.com mcclambc@ballardspahr.com	Email
Counsel to C.J. Segerstrom & Sons, S-Tract LLC and FBA Holdings, Inc.	Ballard Spahr LLP	Attn: Paul E. Harner, Alyssa E. Kutner 1675 Broadway 19th Floor New York NY 10019-5820	harnerp@ballardspahr.com kutnera@ballardspahr.com	Email
Counsel to Aviation Mall NewCo, LLC, Holyoke Mall Company, L.P., JPMG Manassas Mall Owner LLC, Poughkeepsie Galleria LLC, Salmon Run Shopping Center, L.L.C., S&R Company of West Seneca NewCo, LLC, Washington Commons NewCo LLC, and DGI LS, LLC, Light 125 James West LLC, Shilington Plaza LLC	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202	knewman@barclaydamon.com	Email
Counsel to 3M Company, 3M Puerto Rico, and Meguiar's, Inc.	Barnes & Thornburg LLP	Attn: General Counsel 655 West Broadway, Suite 900 San Diego CA 92101		First Class Mail
Counsel to Urschel Development Corporation	Barnes & Thornburg LLP	Attn: Mark R. Owens 11 S. Meridian Street Indianapolis IN 46204	mowens@btlaw.com	Email
Counsel to Retail Opportunity Investments Corp.	Bayard, P.A.	Attn: Evan T. Miller 600 N. King Street Suite 400 Wilmington DE 19801	emiller@bayardlaw.com	Email
Counsel to BICO Associates GP	Beard & Savory, PLLC	Attn: Russell W. Savory 119 South Main Street Suite 500 Memphis TN 38103	russell.savory@gmail.com	Email
Counsel for True Value Company	Beck, Chaet, Bamberger & Polsky, S.C.	Attn: Devon J. Eggert, Esq. Two Plaza East, Suite 1085 330 East Kilbourn Avenue Milwaukee WI 53202	degger@bcblaw.net	Email
Counsel to Raven Associates c/o Aegis Investments, Inc.,	Belkin Burden Wenig & Goldman, LLP	Attn: Lewis A. Lindenberg 270 Madison Avenue New York NY 10016	llindenberg@bbwg.com	Email

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## Exhibit A

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to M&G Jewelers, Inc.	Bell Nunnally & Martin LLP	Attn: Russell W. Mills 2323 Ross Avenue Suite 1900 Dallas TX 75201	rmills@bellnunnally.com	Email
Counsel to PREP Hanover Real Estate LLC	Benesch, Friedlander, Coplan & Aronoff LLP	Attn: Michael J. Barrie, Kevin M. Capuzzi 222 Delaware Avenue Suite 801 Wilmington DE 19801	mbarrie@beneschlaw.com kcapuzzi@beneschlaw.com	Email
Counsel to MIDAMCO, an Ohio Limited Partnership	Benesch, Friedlander, Coplan & Aronoff LLP	Attn: William E. Schonberg, Esq. 200 Public Square Suite 2300 Cleveland OH 44114	wschonberg@beneschlaw.com	Email
Counsel to Brixton Provo Mall, LLC	Bewley, Lassleben & Miller, LLP	Attn: Ernie Zachary Park 13215 E. Penn Street Suite 510 Whittier CA 90602-1797	Ernie.park@bewleylaw.com	Email
Counsel to salesforce.com, Inc., Oath (Americas) Inc.	Bialson, Bergen & Schwab	Attn: Lawrence M. Schwab, Thomas M. Gaa 633 Menlo Ave. Suite 100 Menlo Park CA 94025	Tgaa@bbslaw.com	Email
Counsel to Wilshire Investments, LLC (formerly known as Wilshire Business Center, a California General Partnership)	Binder & Malter LLP	Attn: Michael W. Malter, Julie H. Rome-Banks 2775 Park Avenue Santa Clara CA 95050	michael@bindermalter.com julie@bindermalter.com	Email
Black & Decker (U.S.) Inc.	Black & Decker (U.S.) Inc.	701 E. Joppa Road MY005 Towson MD 21286		First Class Mail
Counsel to Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenmich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Attn: Jeffrey Rhodes 1825 Eye Street NW Washington DC 20006	JRhodes@BlankRome.com	Email



DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Hansae Co. Ltd., Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenmich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Attn: Stanley B. Tarr, Evan J. Zucker 1271 Avenue of the Americas New York NY 10020	Tarr@BlankRome.com EZucker@BlankRome.com	Email
Counsel to Taylor Sorensen, as Person Representative of the Wrongful Death Estate of Jonathan Sorensen, Deceased, ("Sorensen")	Bleus & Associates, LLC	Attn: George Anthony Bleus, Esq. Attorneys at Law 2633 Dakota NE Albuquerque NM 87110	bleusandassociates@gmail.com	Email
Counsel to Amanda Gonzales	Borah, Goldstein, Altschuler, Nahins & Goidel, P.C.	Attn: Jeffrey C. Chancas 377 Broadway New York NY 10013		First Class Mail
Counsel to Sub-Zero Group, Inc., Sub-Zero Group West Inc., Sub-Zero Group Southwest LLC, Sub-Zero Group Southeast, Inc., Kenney Manufacturing Company	Borges & Associates, LLC	Attn: Wanda Borges, Esq., Sue L. Chin, Esq. 575 Underhill Blvd. Suite 118 Syosset NY 11791	bankruptcy@borgeslawllc.com wborges@borgeslawllc.com schin@borgeslawllc.com	Email
Counsel to iStar Jewelry LLC	Brach Eichler LLC	Attn: Anthony M. Rainone 101 Eisenhower Parkway Roseland NJ 07068-1067	arainone@bracheichler.com	Email
Counsel to 1803, LLC, and Camegaran, LLC	Briggs and Morgan, P.A.	Attn: James M. Jorissen 2200 IDS Center 80 South Eighth Street Minneapolis MN 55402	jjorissen@briggs.com	Email
Counsel to Brookfield Proprty REIT Inc., as Agent	Brookfield Property REIT Inc.	Attn: Kristen N. Pate 350 N. Orleans St. Suite 300 Chicago IL 60654-1607		First Class Mail
Counsel to Hain Capital Group, LLC	Brown Rudnick LLP	Attn: Bennett S. Silverberg Seven Times Square New York NY 10036	bsilverberg@brownrudnick.com	Email
BST International Fashion Ltd.	BST International Fashion Ltd.	Attn: A.R. Shrinivasan Managing Director 39 Wang Kwong Rd, Ste 2301B, Skyline Tower, Kowloon Bay Kowloon Hong Kong		First Class Mail
Counsel to The Realty Associates Fund X, L.P.	Buchalter, A Professional Corporation	Attn: Paul M. Weister 16435 North Scottsdale Road Suite 440 Scottsdale AZ 85254-1754	pweiser@buchalter.com	Email

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## Exhibit A

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Oracle America, Inc.	Buchalter, A Professional Corporation	Attn: Shawn M. Christianson 55 Second Street 17th Floor San Francisco CA 94105-3493	schristianson@buchalter.com	Email
Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical, Inc.	Buchanan Ingersoll & Rooney PC	Attn: Christopher P. Schueller 640 5th Avenue 9th Floor New York NY 10019	christopher.schueller@bipc.com	Email
Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical, Inc.	Buchanan Ingersoll & Rooney PC	Attn: Christopher P. Schueller, Terry A. Shulsky, Tyler S. Dischinger One Oxford Centre 301 Grant Street, 20th Floor Pittsburgh PA 15219-1410	terry.shulsky@bipc.com tyler.dischinger@bipc.com	Email
Counsel to Argonaut Insurance Company	Cadwalader, Wickersham & Taft LLP	Attn: Eric G. Waxman III, Anthony De Leo 200 Liberty St. New York NY 10281	Eric.Waxman@cwt.com Anthony.Deleo@cwt.com	Email
Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's Square Company dba Governor's Square Mall, Huntington Mall Company dba Huntington Mall, Meadowbrook Mall Company dba Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall, the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall Company dba Spotsylvania Towne Centre and Howland Commons, LLC dba Howland Commons	Cafaro Management Company	Attn: Richard T. Davis 5577 Youngstown-Warren Rd. Niles OH 44446		First Class Mail
Counsel to SHLD Lendco, LLC	Cahill Gordon & Reindel LLP	Attn: Joel H. Levitin, Richard A. Stieglitz Jr. Eighty Pine Street New York NY 10005	jlevitin@cahill.com rstieglitz@cahill.com	Email
Counsel to Winners Industry Co., Ltd.	Calfee, Halter & Griswold LLP	Attn: H. Jeffreu Schwartz, Gus Kallergis, Ronald M. McMillan The Calfee Building 1405 East Sixth Street Cleveland OH 44114-1607	jschwartz@calfee.com gkallergis@calfee.com rmcmillan@calfee.com	Email
Counsel for California Department of Tax and Fee Administration	California Department of Tax and Fee Administration	Attn: Joan S. Huh 450 N Street, MIC: 82 Sacramento CA 95814	joan.huh@cdtfa.ca.gov	Email
Counsel to 14 Oaks Associates, LLC	Carmody MacDonald P.C.	Attn: Sarah J. Klebolt, Esq. 120 South Central Avenue Ste. 1800 St. Louis MO 63105	sjk@carmodymacdonald.com	Email

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## Exhibit A

Master Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart store # 9416	Carmody Torrance Sandak & Hennessy LLP	Attn: Marc J. Kurzman 707 Summer Street Stamford CT 06901	MKurzman@carmodylaw.com	Email
Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart store # 9416	Carmody Torrance Sandak & Hennessy LLP	Attn: Thomas J. Sansone 195 Church Street P.O. Box 1950 New Haven CT 06509-1950	tsansone@carmodylaw.com	Email
Counsel to Naterra International, Inc.	Carrington, Coleman, Sloman & Blumenthal, L.L.P.	Attn: Jason M. Katz 901 Main Street, Suite 5500 Dallas TX 75202	jkatz@ccsb.com	Email
Counsel to the Bank of New York Mellon Trust Company and the Chase Manhattan Bank, N.A., Successor Trustees for the SRAC Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC Unsecured Notes, the SRAC Medium Term Notes (Top 5 Secured Creditor), Counsel to South Central GWB Co., Inc. ("South Central")	Carter Ledyard & Milburn LLP	Attn: James Gadsden and Aaron R. Cahn 2 Wall Street New York NY 10005	gadsden@clm.com bankruptcy@clm.com Dennis.roemlein@bnymellon.com	First Class Mail and Email
Counsel to ZG Apparel Group LLC, Studio 1 Div. of Shazdeh Fashions and The Libman Company	Certilman Balin Adler & Hyman, LLP	Attn: Richard J. McCord, Esq., Robert D. Nosek, Esq. 90 Merrick Avenue East Meadow NY 11554	rmccord@certilmanbalin.com rnosek@certilmanbalin.com	Email
United States Bankruptcy Court for the Southern District of New York	Chambers of Honorable Robert D. Drain	Sears Chambers Copy US Bankruptcy Court SDNY 300 Quarropas Street, Room 248 White Plains NY 10601		First Class Mail
Counsel to Cardinal Health 110, LLC, Cardinal Health 112, LLC, and Cardinal Health PR 120, Inc., subsidiaries and affiliates of Cardinal Health, Inc., an Ohio Corporation, Top 20 Unsecured Creditor	Chiesa Shahinian & Giantomasi PC	Attn: Beth J. Rotenberg, Scott A. Zuber One Boland Drive West Orange NJ 07052	szuber@csglaw.com	Email
Counsel to Wells Fargo Bank, National Association	Choate, Hall & Stewart LLP	Attn: Kevin J. Simard, Jonathan D. Marshall Two International Place Boston MA 02110	ksimard@choate.com jmarshall@choate.com	Email
Counsel to MJ Holding Company, LLC	Chuhak & Tecson, P.C.	Attn: Christopher A. Pellegrini 30 South Wacker Drive Suite 2600 Chicago IL 60606	cpellegrini@chuhak.com	Email
Counsel to the City of Philadelphia/School District of Philadelphia and Water Revenue Bureau	City of Philadelphia Law Department	Attn: Megan N. Harper, Deputy City Solicitor Municipal Services Building 1401 JFK Boulevard, 5th Floor Philadelphia PA 19102-1595	Megan.Harper@phila.gov	Email

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## Exhibit A

Master Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Sakar International Inc., Eastern Prime Textiles Limited, Giza Spinning & Weaving Co., Bradshaw Westwood Trust, and BST International Fashion Ltd.	CKR Law LLP	Attn: Edward L. Schnitzer 1330 Avenue of the Americas 14th Floor New York NY 10019	eschnitzer@ckrlaw.com	Email
Counsel for Epicor Software Corporation f/k/a Activant Solutions, Inc.	Clark Hill PLC	Attn: Steven M. Richman 830 Third Avenue, Suite 200 New York NY 10022	srichman@clarkhill.com	Email
Counsel for Epicor Software Corporation f/k/a Activant Solutions, Inc., and Milton Manufacturing, LLC	Clark Hill PLC	Attn: Steven M. Richman, Nola R. Bencze 210 Carnegie Center, Suite 102 Princeton NJ 08540	srichman@clarkhill.com nbencze@clarkhill.com	Email
Counsel to Epicor Software Corporation f/k/a Activant Solutions, Inc.	Clark Hill Strasburger	Attn: Duane J. Brescia 720 Brazos Suite 700 Austin TX 78701	duane.brescia@clarkhillstrasburger.com	Email
Counsel to Agree Limited Partnership, Lakewood Shopping Center, LLC, Crossroads Centre II, LLC, and Ramco Jackson Crossing SPE	Clark Hill, PLC	Attn: David M. Blau 151 S. Old Woodward Ave. Ste. 200 Birmingham MI 48009	dblau@clarkhill.com	Email
Counsel to JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, the Consolidated Secured Loan Facility, ESL Investments, Inc. and its affiliates (including JPP, LLC, & JPP II, LLC) and Transform Holdco LLC and certain of its affiliates	Cleary, Gottlieb, Steen & Hamilton LLP	Attn: Sean A. O'Neal, Andrew Weaver, Rahul Mukhi, Jennifer Kennedy Park, Thomas J. Moloney, Abena A. Mainoo, Luke A. Barefoot, Kristin Corbett One Liberty Plaza New York NY 10006	soneal@cgsh.com aweaver@cgsh.com rmukhi@cgsh.com jkpark@cgsh.com tmoloney@cgsh.com amainoo@cgsh.com lbarefoot@cgsh.com kcorbett@cgsh.com	First Class Mail and Email
Counsel to Bonita Casa, LLC	Cohen & Grigsby, P.C.	Attn: William E. Kelleher, Jr., Helen Sara Ward 625 Liberty Avenue Pittsburgh PA 15222-3152	wkelleher@cohenlaw.com hward@cohenlaw.com	Email
Counsel to International Union (UAW), United Steelworkers (USW), and Workers United (WU)	Cohen, Weiss and Simon LLP	Attn: Richard M. Seltzer, Melissa S. Woods 900 Third Avenue 21st Floor New York NY 10022-4869	rseltzer@cwsny.com	Email
Counsel for Kellogg Sales Company	Cole Schotz P.C.	Attn: General Counsel 1325 Avenue of the Americas 19th Fl. New York NY 10019		First Class Mail
Counsel for Kellogg Sales Company	Cole Schotz P.C.	Attn: General Counsel 301 Commerce Street Suite 1700 Fort Worth TX 76102		First Class Mail

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## Exhibit A

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to American Casting & Manufacturing Corp.	Colleran, O' Hara & Mills LLP	Attn: Steven C. Farkas, Esq. 100 Crossways Park Drive West Suite 200 Woodbury NY 11797	scf@cohmlaw.com	Email
Trustee for the Second Lien PIK Notes, the Holdings Unsecured Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Top Creditor	Computershare Trust Company, N.A.	Attn: Michael A. Smith, Vice President – Corporate Trust 2950 Express Drive South, Suite 210 Islandia NY 11749	Michael.smith2@computershare.com	First Class Mail and Email
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## Exhibit A

Master Service List  
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Master Service List

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## Exhibit A

Master Service List  
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Counsel to the Ciuffo Family Trust & Dorel Industries Inc.	Schiff Hardin LLP	Attn: Louis T. DeLucia, Esq., Alyson M. Fiedler, Esq., Kayvan B. Sadeghi 666 Fifth Avenue Suite 1700 New York NY 10103	ksadeghi@schiffhardin.com	Email
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury 100 F Street, NE Washington DC 20549	secbankruptcy@sec.gov NYROBankruptcy@sec.gov	First Class Mail and Email
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission – NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022	bankruptcynticeschr@sec.gov	First Class Mail and Email
Counsel to Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes, Fairholme Capital Management L.L.C. and Bruce Berkowitz	Seward & Kissel LLP	Attn: John R. Ashmead, Arlene R. Alves, Mark J. Hyland, Thomas Ross Hooper, Noah S. Czarny, Robert J. Gayda One Battery Park Plaza New York NY 10004	ashmead@sewkis.com alves@sewkis.com hyland@sewkis.com hooper@sewkis.com czarny@sewkis.com gayda@sewkis.com	Email

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## Exhibit A

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Counsel to Sears Hometown and Outlet Stores, Inc.	Shearman & Sterling LLP	Attn: Fredric Sosnick, Sara Coelho 599 Lexington Avenue New York NY 10022	fsosnick@shearman.com sara.coelho@shearman.com	Email
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## Exhibit A

Master Service List

Served as set forth below

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Counsel to Charles Pugh, Nicole Pugh, Jack Pugh, Sam Pugh, and Charles F. Pugh	Sorling Northrup	Attn: David A. Rolf 1 N. Old State Capitol, Suite 200 P.O. Box 5131 Springfield IL 62705-5131	darolf@sorlinglaw.com	Email
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Counsel to Och-Ziff Capital Structure Arbitrage Master Fund, Ltd.	Stroock & Stroock & Lavan LLP	Attn: Kristopher M. Hansen, Jonathan D. Canfield, Sayan Bhattacharyya 180 Maiden Lane New York NY 10038	khansen@stroock.com jcanfield@stroock.com sbhattacharyya@stroock.com	Email
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Master Service List

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Counsel to Infiloom India Private Ltd., Weavetex Overseas, Sumit Textile Industries, and Weavetex Overseas	Suri Law Office	Attn: Vivek Suri, Esq. 20 Vesey Street Suite 300 New York NY 10007	lawyer@surilawoffice.com	Email
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Successor Trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes	The Bank of New York Mellon Trust Company	Attn: Corporate Trust Administration 101 Barclay St., Floor 8W New York NY 10286		First Class Mail
Counsel to Stockton Mariposa LLC	The Law Office of Thomas A. Farinella, P.C.	Attn: Thomas A. Farinella, Esq. 260 Madison Avenue Suite 8090 New York NY 10016	tf@lawtaf.com	Email
Top 5 Secured Creditor and Pension Benefit Guaranty Corporation ("PBGC")	The Pension Benefit Guaranty Corporation (PBGC)	Attn: Judith Starr, Kartar S. Khalsa, William McCarron, Jr., & Adi Berger, Director Office of the General Counsel 1200 K Street, N.W. Washington DC 20005-4026	mccarron.william@pbgc.gov efile@pbgc.gov	First Class Mail and Email
Counsel to Mien Co., Ltd., Helen Andrews Inc, Strong Progress Garment Factory Company Limited, Shanghai Fochier	The Sarachek Law Firm	Attn: Joseph E. Sarachek 101 Park Avenue 27th Floor New York NY 10178	joe@saracheklawfirm.com	Email

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Master Service List

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Master Service List

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Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq., Dominic A. Litz 767 Fifth Avenue New York NY 10153	ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com jessica.liou@weil.com Paloma.VanGroll@weil.com Jared.Friedmann@weil.com Jessie.Mishkin@weil.com Dominic.Litz@weil.com	Email



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Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Wilmington Savings Fund Society, FSB	Attn: Patrick J. Healy 501 Carr Road Suite 100 Wilmington DE 19801	phealy@wsfsbank.com	Email

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Master Service List

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Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The Marketpalce	Wilmorite Management Group LLC	Attn: Donald C. Cowan, Jr. 1265 Scottsville Road Rochester NY 14624		First Class Mail
Counsel to Putnam County and Tomra/RSI, LLC	Wilson, Elser, Moskowitz, Edelman & Dicker LLP	Attn: Mark G. Ledwin 1133 Westchester Avenue White Plains NY 10604	mark.ledwin@wilsonelser.com	Email
Counsel to Wolf Family Series LP d/b/a Series III, Ontario Enterprises of the Wolf Family Series LP	Wolf, Rifkin, Shapiro, Schulman & Rabkin, LLP	Attn: Simon Aron 11400 West Olympic Boulevard 9th Floor Los Angeles CA 90064-1582	saron@wrslawyers.com	Email
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Counsel to WC Independence Center LLC, WC MRP Belleville Center, LLC	World Class Global Business Services	Attn: Maryann Norwood Corporate Counsel 814 Lavaca St. Austin TX 78701		First Class Mail

**Exhibit B**

NAME	ADDRESS 1	ADDRESS 2	ADDRESS 3	ADDRESS 4	CITY	STATE	POSTAL CODE	COUNTRY	EMAIL	METHOD OF SERVICE
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1670 E4TH ONTARIO LLC	2690 SOUTH OAK KNOLL AVE				SAN MARINO	CA	90058			First Class Mail
1670 E4TH ONTARIO LLC	2690 SOUTH OAK KNOLL AVE				SAN MARINO	CA	90058			First Class Mail
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City of Chicago Department of Finance/Bureau of Utility Billing and Customer Service	City of Chicago - Utility Billing	PO Box 6330			Chicago	IL	60680		maria.aguayo@cityofchicago.org	First Class Mail and Email
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City of Hialeah	Attn: Tabitha Rivera	3700 W 4th Ave			Hialeah	FL	33012-0467		trivera@hialeahfl.gov	First Class Mail and Email
City of Kent Utility Billing	Law Dept	220 Fourth Ave S			Kent	WA	98032		armartin@kentwa.gov	First Class Mail and Email
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City of Kent Utility Billing	Adam	City of Kent	220 Fourth Avenue South		Kent	WA	98032		armartin@kentwa.gov	First Class Mail and Email
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City of Portage	Charles R. Bear, Asst. City Attorney	1662 East Centre Ave.			Portage	MI	49002		attorneybear@att.net	First Class Mail and Email
COOPER, JO ANN	3839 E 68TH TER				KANSAS CITY	MO	64132		jcoop400@gmail.com	First Class Mail and Email
Culley, Amy	330 WILDWOOD RD				CHATHAM	LA	71226-8905		rflesuezq@yahoo.com	First Class Mail and Email
Culley, Amy	330 WILDWOOD RD				CHATHAM	LA	71226-8905			First Class Mail
Deptford Township MUA	898 Cattell Rd.				Wenonah	NJ	08096		dtmua-am@deptford-nj.org	First Class Mail and Email
Duetemeyer, Paul Leonard	31 Fairview Ct. #20273				Jasper	GA	30143		pduetem@gmail.com	First Class Mail and Email
Erie Water Works	340 W Bayfront Pkwy				Erie	PA	16507		mkiddo@eriewaterworks.org; rcarlson@eriewaterworks.org	First Class Mail and Email
Erie Water Works	340 W Bayfront Pkwy				Erie	PA	16507		mkiddo@eriewaterworks.org; rcarlson@eriewaterworks.org	First Class Mail and Email
FAUX, BRENDA	3896 SHILOH TRA NW				KENNESAW	GA	30144		Brenda@mcpatlanta.com	First Class Mail and Email
GOMEZ, RAMON	230 E GLADYS AVE				ADDISON	IL	60101		ramongomez@yahoo.com	First Class Mail and Email
Goode, Diahann A	9343 S. Indiana Ave				Chicago	IL	60619		diahanngoode@att.net	First Class Mail and Email
GREENE JERRY D	2118 ROBERT E LEE BLVD				BOSSIER CITY	LA	71112		jdgreeneiii@yahoo.com	First Class Mail and Email
HOLBROOK, FRAN	1962 HITCHCOCK AVE				DOWNERS GROVE	IL	60515		F.HOLBROOK@SBCGLOBAL.NET	First Class Mail and Email
Jigba, Christiana Bassey	676 Lions Gate Drive				Oxnard	CA	93030		jigbachristiana@yahoo.com	First Class Mail and Email
Lambert, Nathaniel	2310 Park Ave				Kansas City	MO	64127		minnatelambert@yahoo.com	First Class Mail and Email
Lower Paxton Township Authority	Natalie Fleck	425 Prince Street, Suite 139			Harrisburg	PA	17109		nhoffman@lowerpaxton-pa.gov	First Class Mail and Email
MASOTTI, MAXI	3702 HOMESTEAD CT				PEEKSKILL	NY	10566		GEORGE BROWN3702@AOL.COM	First Class Mail and Email
Meck, Donald L.	9871 N. Mudhen Lake Road				Siren	WI	54872		dbmeck@sirentel.net	First Class Mail and Email
Miami Dade Water and Sewer Department	Attn: Collection Branch/Bankruptcy Unit	P.O. Box 149089 Miami Dade Water & Sewer Paralegal Specialist			Coral Gables	FL	33114			First Class Mail
Miami Dade Water and Sewer Department	Latasha Dallas		3071 SW 38th Avenue		Coral Gables	FL	33146			First Class Mail
MIRJALILI, EBRAHIM	9132 EDGEWATER DR SW				LAKEWOOD	WA	98499		drmirjalili@hotmail.com	First Class Mail and Email
MORGAN, ERICA	3636 WILSON RD				RED SPRINGS	NC	28377		Ericamorgan47@gmail.com	First Class Mail and Email
Olive Elect, LLC	c/o Nadeem Ahmed	574 N. 24th Street	Apt # 10D		Rogers	AR	72756		nahmed1999@gmail.com	First Class Mail and Email
On Time Integration Inc.	1557 Park Lane S #107				Jupiter	FL	33458		ontimeintegration@gmail.com	First Class Mail and Email
Rodriguez, William	Betzaida Hernandez	Urb. Sabanera	351 Camino Del Prado		Cidra	PR	00739-9456		betzaidahg@gmail.com	First Class Mail and Email
Santa Rosa Mall, LLC	Comm. Centers Management Realty S. En C.	Attention: Yvette Melendez	Vice President Leasing	PO Box 362983	San Juan	PR	00968		scolon@ferraiuoli.com; ymelendez@ccmpr.com	First Class Mail and Email
Santa Rosa Mall, LLC	Comm. Centers Management Realty S. en C	Attention: Yvette Melendez	Vice President Leasing	PO Box 362983	San Juan	PR	00968		scolon@ferraiuoli.com; ymelendez@ccmpr.com	First Class Mail and Email
Santa Rosa Mall, LLC	c/o Commercial Centers Management Realty S. En C.	Attention: Yvette Melendez	Vice President Leasing	PO Box 362983	San Juan	PR	00918		ymelendez@ccmpr.com	First Class Mail and Email
Scheibler, James	291 Palm Ave				Center Hill	FL	33514		My390CI@aol.com	First Class Mail and Email
SMITH, BENNY	CHRISTELLEN SMITH	9058 BREEZY MEADOW WAY			ORLANDO	FL	32829		chrisdnce7551@yahoo.com	First Class Mail and Email
SONTIC WARD INC.	1140 NE 163RD ST., SUITE 28				NORTH MIAMI BEACH	FL	33162		tony@newgroupmanagement.com	First Class Mail and Email

Exhibit B  
33rd Omnibus Service List  
Served as set forth below

NAME	ADDRESS 1	ADDRESS 2	ADDRESS 3	ADDRESS 4	CITY	STATE	POSTAL CODE	COUNTRY	EMAIL	METHOD OF SERVICE
The Hartford Insurance	Attn: Claim # PP0017918067	P.O. Box 14272			Lexington	KY	40512-4272		Erica.mccaffrey@thehartford.com	First Class Mail and Email
The Hartford Insurance	Attn: Claim # PP0017918067	P.O. Box 7247-7744			Philadelphia	PA	19170-7744		erica.mccaffrey@thehartford.com	First Class Mail and Email
The Hartford Insurance	Erica N. McCaffrey	Property Subrogation Handler	200 Colonial Center Parkway, Suite 500		Lake Mary	FL	32746			First Class Mail
TOWNSHIP OF WAYNE	475 VALLEY ROAD				WAYNE	NJ	07470		pascuccig@waynetownship.com	First Class Mail and Email
Tri Great International Ltd.	No. 4 San Lian Road, Ping Shan District	Tang Xia Town			Dong Guan City, Guang Dong Province			China	fionaliu@csgintl.com.cn	First Class Mail and Email
TRI GREAT INTERNATIONAL LTD.	NO. 4 SAN LIAN ROAD	PING SHAN DISTRICT, TANG XIA TOWN			DONG GUAN CITY	GUANG DONG PROVINCE		China	fionaliu@csgintl.com.cn	First Class Mail and Email
TRI GREAT INTERNATIONAL LTD.	8F., NO.15, CHANGCHUN RD.	ZHONGSHAN DIST.			TAIPEI CITY		10450	Taiwan		First Class Mail
VILLEGAS, VAN	2004 18TH ST NW				ROCHESTER	MN	55901			First Class Mail
WASHINGTON, MARY	426 LOWER WOODVILLE RD				NATCHEZ	MS	39120-5370		marwashington@att.net	First Class Mail and Email
Water Revenue Bureau	Megan N. Harper	1401 JFK Blvd, 5th Floor			Philadelphia	PA	19102		megan.harper@phila.gov	First Class Mail and Email
WATSON, VIRGINIA	2869 FANNIE THOMPSON RD NW				MONROE	GA	30656			First Class Mail
Wayne Township Tax Collector	475 Valley Road				Wayne	NJ	07470			First Class Mail
WILLIAMS, LUNDA	315 ANTHONY ST				FREDERICKTOWN	MO	63645-1508			First Class Mail
Williams, Majorie M	704 Shady Paks Ct				Elgin	IL	60120-4363		mymyst760@yahoo.com	First Class Mail and Email

**Exhibit C**

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## Exhibit C

34th Omnibus Service List  
Served as set forth below

NAME	ADDRESS 1	ADDRESS 2	ADDRESS 3	ADDRESS 4	CITY	STATE	POSTAL CODE	EMAIL	METHOD OF SERVICE
JPP II, LLC	c/o Cleary Gottlieb Steen & Hamilton	Attn: Sean O'Neal	One Liberty Plaza		New York	NY	10006	mmooney@cgsh.com; soneal@cgsh.com	First Class Mail and Email
JPP II, LLC	ESL Investments, Inc.	c/o Harold Talisman	1170 Kane Concourse Suite 200		Bay Harbor Islands	FL	33154		First Class Mail
JPP, LLC	c/o Cleary Gottlieb Steen & Hamilton LLP	Attn: Sean O'Neal	One Liberty Plaza		New York	NY	10006	mmooney@cgsh.com; soneal@cgsh.com	First Class Mail and Email
JPP, LLC	c/o Cleary Gottlieb Steen & Hamilton	Attn: Sean O'Neal	One Liberty Plaza		New York	NY	10006	mmooney@cgsh.com; soneal@cgsh.com	First Class Mail and Email
JPP, LLC	c/o ESL Investment, Inc.	Attn: Harold Talisman	1170 Kane Concourse	Suite 200	Bay Harbor Island	FL	33154		First Class Mail
JPP, LLC	ESL Investments, Inc.	c/o Harold Talisman	1170 Kane Concourse Suite 200		Bay Harbor Islands	FL	33154		First Class Mail
SL Agent, LLC, as administrative agent	c/o Debevoise & Plimpton LLP	Attn: My Chi To	909 Third Avenue		New York	NY	10022	mcto@debevoise.com	First Class Mail and Email
SL Agent, LLC, as administrative agent	c/o Debevoise & Plimpton LLP	Attn: My Chi To	919 Third Ave		New York	NY	10022	mcto@debevoise.com	First Class Mail and Email
SL Agent, LLC, as administrative agent	Debevoise & Plimpton LLP, as counsel for SL Agent, LLC, as administrative agent	Attn: My Chi To	919 Third Avenue		New York	NY	10022	mcto@debevoise.com	First Class Mail and Email
SL Agent, LLC, as administrative agent	Debevoise & Plimpton LLP	Attn: My Chi To	919 Third Avenue		New York	NY	10022	mcto@debevoise.com	First Class Mail and Email
SL Agent, LLC, as administrative agent	Attn: General Counsel	2365 Carillon Point			Kirkland	WA	98033	legal@bmgroup.com	First Class Mail and Email
SL Agent, LLC, as administrative agent	Attn: My Chi To	Debevoise & Plimpton LLP	as counse for SL Agent, LLC	919 Third Avenue	New York	NY	10022	mcto@debevoise.com	First Class Mail and Email
SL Agent, LLC, as administrative agent	SL Agent, LLC	2365 Carillon point			Kirkland	WA	98033	mcto@debevoise.com	First Class Mail and Email
SL Agent, LLC	c/o Debevoise & Plimpton LLP	Attn: My Chi To	919 Third Avenue		New York	NY	10022	mcto@debevoise.com	First Class Mail and Email
SL Agent, LLC	Debevoise & Plimpton LLP	Attn: My Chi To	919 Third Avenue		New York	NY	10022	mcto@debevoise.com	First Class Mail and Email
SL Agent, LLC	Attn: General Counsel	2365 Carillon Point			Kirkland	WA	98033	legal@bmgroup.com	First Class Mail and Email

**Exhibit D**



Hearing Date and Time: September 27, 2021 at 10:00 a.m. (Eastern Time)  
Response Deadline: September 15, 2021 at 4:00 p.m. (Eastern Time)

**THE DEBTORS' THIRTY-THIRD OMNIBUS OBJECTION TO CLAIMS SEEKS TO RECLASSIFY OR DISALLOW CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OBJECTION AND/OR THE EXHIBIT ATTACHED THERETO TO DETERMINE WHETHER THE OBJECTION AFFECTS THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, PHIL DIDONATO, ESQ., AT (212) 310-8636.**

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Jacqueline Marcus  
Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	:
Debtors. <sup>1</sup>	: (Jointly Administered)
-----X	

**NOTICE OF HEARING ON DEBTORS'  
THIRTY-THIRD OMNIBUS OBJECTION TO PROOFS  
OF CLAIM (TO RECLASSIFY OR DISALLOW CLAIMS)**

**PLEASE TAKE NOTICE** that, on August 31, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742);

cases (collectively, the “**Debtors**”) filed the *Debtors’ Thirty-Third Omnibus Objection to Proofs of Claim (To Reclassify or Disallow Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** that the Objection requests that the Bankruptcy Court reclassify or disallow the claims asserted as secured on one or more proofs of claim (the “**Proofs of Claim**” and, the secured claims asserted thereunder, the “**Disputed Claims**”) listed on **Exhibit A** annexed hereto, on the ground(s) that, for each of the Disputed Claims, (i) the supporting documents provided are not supported by the Debtors’ books and records, or no supporting documents asserting a valid security interest were provided for the Disputed Claim or (ii) the Disputed Claim relates to a warranty or protection agreement obligation, which obligation, pursuant to paragraph 18 of the Sale Order,<sup>2</sup> was expressly assumed by Transform.

**PLEASE TAKE FURTHER NOTICE** that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed hereto as **Exhibit C**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the reclassification of a Proof of Claim without further notice to the applicable Claimant(s).

**PLEASE TAKE FURTHER NOTICE** that, if Claimant does NOT oppose the relief requested, then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

**PLEASE TAKE FURTHER NOTICE** that, if Claimant DOES oppose the relief requested, then Claimant MUST file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **September 15, 2021, at 4:00 p.m. (Prevailing Eastern Time)** (the “**Response Deadline**”).

**PLEASE TAKE FURTHER NOTICE** that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local

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Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

<sup>2</sup> The “**Sale Order**” means the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (ECF No. 2507).

Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

**PLEASE TAKE FURTHER NOTICE** that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Proof of Claim; (iii) a concise statement setting forth the reasons why the Disputed Claim should not be reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Proof of Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant’s Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant’s designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Proof of Claim on Claimant’s behalf.

**PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received in accordance with the Amended Case Management Order and the procedures set forth herein. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

**PLEASE TAKE FURTHER NOTICE** that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **September 27, 2021 at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Proof(s) of Claim that are the subject of such Response. If the Debtors do continue the Hearing with respect to such Proof(s) of Claim, then the Hearing on the Objection with respect to such

Proof(s) of Claim will be held at a later date. If the Debtors do not continue the Hearing with respect to such Proof(s) of Claim, then a Hearing on the Objection will be conducted on the above date.

**PLEASE TAKE FURTHER NOTICE** that if Claimant does not timely file and serve a Response to the Objection with respect to the Claims listed on Exhibit A or Exhibit B hereto, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed as Exhibit C to the Objection, which order may be entered without further notice or opportunity to be heard.

**PLEASE TAKE FURTHER NOTICE** that the Debtors retain the right to object on other grounds to the Proof(s) of Claim (or to any other Proof(s) of Claim Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

**PLEASE TAKE FURTHER NOTICE** that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court's website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov).

**PLEASE TAKE FURTHER NOTICE** that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Proof(s) of Claim.**

Dated: August 31, 2021  
New York, New York

/s/ Garrett A. Fail

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

Exhibit A

Disputed Claims (Reclassified Claims)

Debtors' Thirty-Third Omnibus Objection to Claims  
Exhibit A - Reclassified ClaimsIn re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Reclassified*					
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Secured Claim Amount	Amount Reclassified as General Unsecured Claim	Allowed Secured Claim Amount
1.	1670 E4TH ONTARIO LLC	17961	\$460,472.46	\$460,472.46	\$0.00
2.	Angione, Emilia I	16698	\$6,551.55	\$6,551.55	\$0.00
3.	Battle, Jesse Richard	18921	\$3,059.16	\$3,059.16	\$0.00
4.	City of Chicago Department of Finance/Bureau of Utility Billing and Customer Service	6987	\$6,565.96	\$6,565.96	\$0.00
5.	City of Cocoa	19962	\$4,035.46	\$4,035.46	\$0.00
6.	City of Daytona Beach	19088	\$5,704.25	\$5,704.25	\$0.00
7.	CITY OF ELYRIA - ELYRIA PUBLIC UTILITIES	14809	\$2,313.45	\$2,313.45	\$0.00
8.	City of Hialeah	20059	\$9,216.81	\$9,216.81	\$0.00
9.	City of Kent Utility Billing	17470	\$9,170.21	\$9,170.21	\$0.00
10.	City of Portage	6721	\$3,259.11	\$3,259.11	\$0.00
11.	COOPER, JO ANN	11244	\$3,000.00	\$3,000.00	\$0.00
12.	Culley, Amy	11945	\$3,045.89	\$3,045.89	\$0.00
13.	Deptford Township MUA	5367	\$2,341.72	\$2,341.72	\$0.00
14.	Duetemeyer, Paul Leonard	6743	\$5,088.33	\$5,088.33	\$0.00

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' Thirty-Third Omnibus Objection to Claims  
Exhibit A - Reclassified ClaimsIn re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Reclassified*					
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Secured Claim Amount	Amount Reclassified as General Unsecured Claim	Allowed Secured Claim Amount
15.	Erie Water Works	18676	\$2,246.16	\$2,246.16	\$0.00
16.	Erie Water Works	18674	\$1,134.48	\$1,134.48	\$0.00
17.	FAUX, BRENDA	14994	\$20,000.00	\$20,000.00	\$0.00
18.	Goode, Diahann A	14736	\$7,213.26	\$7,213.26	\$0.00
19.	GREENE JERRY D	10958	\$2,609.25	\$2,609.25	\$0.00
20.	Jigba, Christiana Bassey	6810	\$2,629.67	\$2,629.67	\$0.00
21.	Lower Paxton Township Authority	5533	\$1,281.38	\$1,281.38	\$0.00
22.	MASOTTI, MAXI	11217	\$5,000.00	\$5,000.00	\$0.00
23.	Meck, Donald L.	14754	\$47,000.00	\$47,000.00	\$0.00
24.	Miami Dade Water and Sewer Department	19823	\$30,468.09	\$30,468.09	\$0.00
25.	MIRJALILI, EBRAHIM	18184	\$1,500.00	\$1,500.00	\$0.00
26.	MORGAN, ERICA	11003	\$2,700.00	\$2,700.00	\$0.00
27.	Olive Elect, LLC	8206	\$55,543.81	\$55,543.81	\$0.00
28.	On Time Integration Inc.	8526	\$236,770.34	\$236,770.34	\$0.00

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' Thirty-Third Omnibus Objection to Claims  
Exhibit A - Reclassified ClaimsIn re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Reclassified*					
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Secured Claim Amount	Amount Reclassified as General Unsecured Claim	Allowed Secured Claim Amount
29.	Santa Rosa Mall, LLC	16735	\$50,000,000.00	\$50,000,000.00	\$0.00
30.	Santa Rosa Mall, LLC	19755	\$20,836,827.00	\$20,836,827.00	\$0.00
31.	Santa Rosa Mall, LLC	17545	\$16,500,000.00	\$16,500,000.00	\$0.00
32.	Scheibler, James	15371	\$8,859.85	\$8,859.85	\$0.00
33.	SMITH, BENNY	13647	\$1,500.00	\$1,500.00	\$0.00
34.	SONTIC WARD INC.	15810	\$38,000.00	\$38,000.00	\$0.00
35.	The Hartford Insurance	19839	\$13,401.73	\$13,401.73	\$0.00
36.	TOWNSHIP OF WAYNE	8110	\$4,410.51	\$4,410.51	\$0.00
37.	Tri Great International Ltd.	180	\$181,672.00	\$181,672.00	\$0.00
38.	TRI GREAT INTERNATIONAL LTD.	288	\$26,352.00	\$26,352.00	\$0.00
39.	VILLEGAS, VAN	13567	\$3,743.64	\$3,743.64	\$0.00
40.	WASHINGTON, MARY	9904	\$30,000.00	\$30,000.00	\$0.00
41.	Water Revenue Bureau	19445	\$6,605.71	\$6,605.71	\$0.00
42.	WATSON, VIRGINIA	12258	\$1,400.00	\$1,400.00	\$0.00

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.



**Debtors' Thirty-Third Omnibus Objection to Claims  
Exhibit A - Reclassified Claims****In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Reclassified*					
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Secured Claim Amount	Amount Reclassified as General Unsecured Claim	Allowed Secured Claim Amount
43.	Wayne Township Tax Collector	12022	\$4,871.12	\$4,871.12	\$0.00
44.	WILLIAMS, LINDA	13507	\$12,365.59	\$12,365.59	\$0.00
45.	Williams, Majorie M	3706	\$1,360.00	\$1,360.00	\$0.00

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Exhibit B**

**Disputed Claims (Disallowed Claims)**

Debtors' Thirty-Third Omnibus Objection to Claims  
Exhibit B - Disallowed ClaimsIn re: Sears Holdings Corporation, *et al.*  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed*					
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Secured Claim Amount	Amount Disallowed	Allowed Secured Claim Amount
1.	Bloomquist, Shane R.	8263	\$22,920.16	\$22,920.16	\$0.00
2.	GOMEZ, RAMON	13579	\$4,140.50	\$4,140.50	\$0.00
3.	HOLBROOK, FRAN	19376	\$2,607.00	\$2,607.00	\$0.00
4.	Lambert, Nathaniel	9377	\$10,000.00	\$10,000.00	\$0.00
5.	Rodriguez, William	20139	\$5,694.00	\$5,694.00	\$0.00

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Exhibit C

Claims Hearing Procedures

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
-----	X	

**COURT-ORDERED CLAIMS HEARING PROCEDURES**

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

**Claims Hearing Procedures**

1. Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)<sup>2</sup> is properly filed and served.
3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (each, a “**Claims Hearing**”) to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
  - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
  - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as **Exhibit 2** (a “**Notice of Merits Hearing**”), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.

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<sup>2</sup> Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

**Exhibit E**



Hearing Date and Time: September 27, 2021 at 10:00 a.m. (Eastern Time)  
Response Deadline: September 15, 2021 at 4:00 p.m. (Eastern Time)

**THE DEBTORS' THIRTY-FOURTH OMNIBUS OBJECTION TO CLAIMS SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE OMNIBUS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR THE EXHIBIT ATTACHED THERETO TO DETERMINE WHETHER THE OMNIBUS OBJECTION AFFECTS THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, PHIL DIDONATO, ESQ., AT (212) 310-8636.**

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Jacqueline Marcus  
Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
-----X		

**NOTICE OF HEARING ON DEBTORS'  
THIRTY-FOURTH OMNIBUS OBJECTION TO PROOFS OF CLAIM  
(TO DISALLOW AND EXPUNGE ASSERTED SECURED CLAIMS)**

**PLEASE TAKE NOTICE** that, on August 31, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742);

cases (collectively, the “**Debtors**”) filed the *Debtors’ Thirty-Fourth Omnibus Objection to Proofs of Claim (To Disallow and Expunge Asserted Secured Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** that the Objection requests that the Bankruptcy Court disallow and expunge the secured claims asserted on one or more proofs of claim (the “**Proofs of Claim**” and, the secured claims asserted thereunder, the “**Disputed Claims**”) listed on **Exhibit A** annexed hereto, on the ground(s) that, each Disputed Claim was satisfied or otherwise resolved.

**PLEASE TAKE FURTHER NOTICE** that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed hereto as **Exhibit B**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the disallowance and expungement of a Proof of Claim without further notice to the applicable Claimant(s).

**PLEASE TAKE FURTHER NOTICE** that, if Claimant does NOT oppose the relief requested, then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

**PLEASE TAKE FURTHER NOTICE** that, if Claimant DOES oppose the relief requested, then Claimant MUST file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **September 15, 2021, at 4:00 p.m. (Prevailing Eastern Time)** (the “**Response Deadline**”).

**PLEASE TAKE FURTHER NOTICE** that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405)

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Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

(the “**Amended Case Management Order**”), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

**PLEASE TAKE FURTHER NOTICE** that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Proof of Claim; (iii) a concise statement setting forth the reasons why the Disputed Claim should not be reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Proof of Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant’s Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant’s designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Proof of Claim on Claimant’s behalf.

**PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received in accordance with the Amended Case Management Order and the procedures set forth herein. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

**PLEASE TAKE FURTHER NOTICE** that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **September 27, 2021 at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Proof(s) of Claim that are the subject of such Response. If the Debtors do continue the Hearing with respect to such Proof(s) of Claim, then the Hearing on the Objection with respect to such Proof(s) of Claim will be held at a later date. If the Debtors do not continue the Hearing with respect to such Proof(s) of Claim, then a Hearing on the Objection will be conducted on the above date.

**PLEASE TAKE FURTHER NOTICE** that if Claimant does not timely file and serve a Response to the Objection with respect to the Claims listed on **Exhibit A** hereto, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order

substantially in the form of the proposed order annexed as **Exhibit B** to the Objection, which order may be entered without further notice or opportunity to be heard.

**PLEASE TAKE FURTHER NOTICE** that, if the Bankruptcy Court does NOT disallow and expunge the Proof(s) of Claim listed on **Exhibit A**, the Debtors retain the right to object on other grounds to the Proof(s) of Claim (or to any other Proof(s) of Claim Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

**PLEASE TAKE FURTHER NOTICE** that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court's website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov).

**PLEASE TAKE FURTHER NOTICE** that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Proof(s) of Claim.**

Dated: August 31, 2021  
New York, New York

/s/ Garrett A. Fail

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

Exhibit A

Disputed Claims

Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit A - Disallowed ClaimsIn re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
1.	JPP II, LLC as debt holder	7400	\$28,210,870.92	Standalone LC Facility
2.	JPP II, LLC as debt holder	7399	\$28,210,870.92	Standalone LC Facility
3.	JPP II, LLC as debt holder	7398	\$28,210,870.92	Standalone LC Facility
4.	JPP II, LLC as debt holder	7397	\$28,210,870.92	Standalone LC Facility
5.	JPP II, LLC as debt holder	7395	\$28,210,870.92	Standalone LC Facility
6.	JPP II, LLC as debt holder	7394	\$28,210,870.92	Standalone LC Facility
7.	JPP II, LLC as debt holder	7393	\$28,210,870.92	Standalone LC Facility
8.	JPP II, LLC as debt holder	7392	\$28,210,870.92	Standalone LC Facility
9.	JPP II, LLC as debt holder	7391	\$28,210,870.92	Standalone LC Facility
10.	JPP II, LLC as debt holder	7389	\$28,210,870.92	Standalone LC Facility
11.	JPP II, LLC as debt holder	7388	\$28,210,870.92	Standalone LC Facility
12.	JPP II, LLC as debt holder	7387	\$28,210,870.92	Standalone LC Facility
13.	JPP II, LLC as debt holder	7386	\$28,210,870.92	Standalone LC Facility
14.	JPP II, LLC as debt holder	7382	\$28,210,870.92	Standalone LC Facility
15.	JPP II, LLC as debt holder	7378	\$28,210,870.92	Standalone LC Facility
16.	JPP II, LLC as debt holder	7369	\$28,210,870.92	Standalone LC Facility
17.	JPP II, LLC as debt holder	7368	\$28,210,870.92	Standalone LC Facility
18.	JPP II, LLC as debt holder	7367	\$28,210,870.92	Standalone LC Facility
19.	JPP II, LLC as debt holder	7366	\$28,210,870.92	Standalone LC Facility
20.	JPP II, LLC as debt holder	7365	\$28,210,870.92	Standalone LC Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit A - Disallowed ClaimsIn re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
21.	JPP II, LLC as debt holder	7363	\$28,210,870.92	Standalone LC Facility
22.	JPP II, LLC as debt holder	7362	\$28,210,870.92	Standalone LC Facility
23.	JPP II, LLC as debt holder	7361	\$28,210,870.92	Standalone LC Facility
24.	JPP II, LLC as debt holder	7360	\$28,210,870.92	Standalone LC Facility
25.	JPP II, LLC as debt holder	7358	\$28,210,870.92	Standalone LC Facility
26.	JPP II, LLC as debt holder	7249	\$28,210,870.92	Standalone LC Facility
27.	JPP II, LLC as debt holder	7228	\$28,210,870.92	Standalone LC Facility
28.	JPP II, LLC as debt holder	7222	\$28,210,870.92	Standalone LC Facility
29.	JPP II, LLC as debt holder	7217	\$28,210,870.92	Standalone LC Facility
30.	JPP II, LLC as debt holder	7270	\$18,355,700.10	FILO Facility
31.	JPP II, LLC as debt holder	7268	\$18,355,700.10	FILO Facility
32.	JPP II, LLC as debt holder	7266	\$18,355,700.10	FILO Facility
33.	JPP II, LLC as debt holder	7264	\$18,355,700.10	FILO Facility
34.	JPP II, LLC as debt holder	7263	\$18,355,700.10	FILO Facility
35.	JPP II, LLC as debt holder	7262	\$18,355,700.10	FILO Facility
36.	JPP II, LLC as debt holder	7261	\$18,355,700.10	FILO Facility
37.	JPP II, LLC as debt holder	7260	\$18,355,700.10	FILO Facility
38.	JPP II, LLC as debt holder	7259	\$18,355,700.10	FILO Facility
39.	JPP II, LLC as debt holder	7256	\$18,355,700.10	FILO Facility
40.	JPP II, LLC as debt holder	7254	\$18,355,700.10	FILO Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit A - Disallowed ClaimsIn re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
41.	JPP II, LLC as debt holder	7245	\$18,355,700.10	FILO Facility
42.	JPP II, LLC as debt holder	7232	\$18,355,700.10	FILO Facility
43.	JPP II, LLC as debt holder	7221	\$18,355,700.10	FILO Facility
44.	JPP II, LLC as debt holder	7219	\$18,355,700.10	FILO Facility
45.	JPP II, LLC as debt holder	7218	\$18,355,700.10	FILO Facility
46.	JPP II, LLC as debt holder	7214	\$18,355,700.10	FILO Facility
47.	JPP II, LLC as debt holder	7202	\$18,355,700.10	FILO Facility
48.	JPP II, LLC as debt holder	7197	\$18,355,700.10	FILO Facility
49.	JPP II, LLC as debt holder	7196	\$18,355,700.10	FILO Facility
50.	JPP II, LLC as debt holder	7192	\$18,355,700.10	FILO Facility
51.	JPP II, LLC as debt holder	7191	\$18,355,700.10	FILO Facility
52.	JPP II, LLC as debt holder	7190	\$18,355,700.10	FILO Facility
53.	JPP II, LLC as debt holder	7182	\$18,355,700.10	FILO Facility
54.	JPP II, LLC as debt holder	7181	\$18,355,700.10	FILO Facility
55.	JPP II, LLC as debt holder	7177	\$18,355,700.10	FILO Facility
56.	JPP II, LLC as debt holder	7175	\$18,355,700.10	FILO Facility
57.	JPP II, LLC as debt holder	7174	\$18,355,700.10	FILO Facility
58.	JPP II, LLC as debt holder	7170	\$18,355,700.10	FILO Facility
59.	JPP, LLC as debt holder	7541	\$232,765,633.00	IP / Ground Lease Term Loan Facility
60.	JPP, LLC as debt holder	7536	\$232,765,633.00	IP / Ground Lease Term Loan Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.



Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit A - Disallowed ClaimsIn re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
61.	JPP, LLC as debt holder	7528	\$232,765,633.00	IP / Ground Lease Term Loan Facility
62.	JPP, LLC as debt holder	7524	\$232,765,633.00	IP / Ground Lease Term Loan Facility
63.	JPP, LLC as debt holder	7522	\$232,765,633.00	IP / Ground Lease Term Loan Facility
64.	JPP, LLC as debt holder	7518	\$232,765,633.00	IP / Ground Lease Term Loan Facility
65.	JPP, LLC as debt holder	7514	\$232,765,633.00	IP / Ground Lease Term Loan Facility
66.	JPP, LLC as debt holder	7509	\$232,765,633.00	IP / Ground Lease Term Loan Facility
67.	JPP, LLC as debt holder	7502	\$232,765,633.00	IP / Ground Lease Term Loan Facility
68.	JPP, LLC as debt holder	7501	\$232,765,633.00	IP / Ground Lease Term Loan Facility
69.	JPP, LLC as debt holder	7499	\$232,765,633.00	IP / Ground Lease Term Loan Facility
70.	JPP, LLC as debt holder	7498	\$232,765,633.00	IP / Ground Lease Term Loan Facility
71.	JPP, LLC as debt holder	7483	\$232,765,633.00	IP / Ground Lease Term Loan Facility
72.	JPP, LLC as debt holder	7473	\$232,765,633.00	IP / Ground Lease Term Loan Facility
73.	JPP, LLC as debt holder	7472	\$232,765,633.00	IP / Ground Lease Term Loan Facility
74.	JPP, LLC as debt holder	7468	\$232,765,633.00	IP / Ground Lease Term Loan Facility
75.	JPP, LLC as debt holder	7447	\$232,765,633.00	IP / Ground Lease Term Loan Facility
76.	JPP, LLC as debt holder	7411	\$232,765,633.00	IP / Ground Lease Term Loan Facility
77.	JPP, LLC as debt holder	7396	\$232,765,633.00	IP / Ground Lease Term Loan Facility
78.	JPP, LLC as debt holder	7381	\$232,765,633.00	IP / Ground Lease Term Loan Facility
79.	JPP, LLC as debt holder	7380	\$232,765,633.00	IP / Ground Lease Term Loan Facility
80.	JPP, LLC as debt holder	7377	\$232,765,633.00	IP / Ground Lease Term Loan Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims**  
**Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

<b>Schedule of Secured Claims to be Disallowed*</b>				
<b>Ref #</b>	<b>Name of Claimant</b>	<b>Proof of Claim No. to be Disallowed</b>	<b>Asserted Claim Amount</b>	<b>Prepetition Loan Facility</b>
81.	JPP, LLC as debt holder	7375	\$232,765,633.00	IP / Ground Lease Term Loan Facility
82.	JPP, LLC as debt holder	7371	\$232,765,633.00	IP / Ground Lease Term Loan Facility
83.	JPP, LLC as debt holder	7247	\$232,765,633.00	IP / Ground Lease Term Loan Facility
84.	JPP, LLC as debt holder	7242	\$232,765,633.00	IP / Ground Lease Term Loan Facility
85.	JPP, LLC as debt holder	7241	\$232,765,633.00	IP / Ground Lease Term Loan Facility
86.	JPP, LLC as debt holder	7240	\$232,765,633.00	IP / Ground Lease Term Loan Facility
87.	JPP, LLC as debt holder	7239	\$232,765,633.00	IP / Ground Lease Term Loan Facility
88.	JPP, LLC as debt holder	7237	\$232,765,633.00	IP / Ground Lease Term Loan Facility
89.	JPP, LLC as debt holder	7235	\$232,765,633.00	IP / Ground Lease Term Loan Facility
90.	JPP, LLC as debt holder	7229	\$232,765,633.00	IP / Ground Lease Term Loan Facility
91.	JPP, LLC as debt holder	7224	\$232,765,633.00	IP / Ground Lease Term Loan Facility
92.	JPP, LLC as debt holder	7526	\$80,199,593.52	Standalone LC Facility
93.	JPP, LLC as debt holder	7523	\$80,199,593.52	Standalone LC Facility
94.	JPP, LLC as debt holder	7512	\$80,199,593.52	Standalone LC Facility
95.	JPP, LLC as debt holder	7504	\$80,199,593.52	Standalone LC Facility
96.	JPP, LLC as debt holder	7500	\$80,199,593.52	Standalone LC Facility
97.	JPP, LLC as debt holder	7489	\$80,199,593.52	Standalone LC Facility
98.	JPP, LLC as debt holder	7486	\$80,199,593.52	Standalone LC Facility
99.	JPP, LLC as debt holder	7484	\$80,199,593.52	Standalone LC Facility
100.	JPP, LLC as debt holder	7470	\$80,199,593.52	Standalone LC Facility

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Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit A - Disallowed ClaimsIn re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
101.	JPP, LLC as debt holder	7440	\$80,199,593.52	Standalone LC Facility
102.	JPP, LLC as debt holder	7438	\$80,199,593.52	Standalone LC Facility
103.	JPP, LLC as debt holder	7428	\$80,199,593.52	Standalone LC Facility
104.	JPP, LLC as debt holder	7424	\$80,199,593.52	Standalone LC Facility
105.	JPP, LLC as debt holder	7421	\$80,199,593.52	Standalone LC Facility
106.	JPP, LLC as debt holder	7390	\$80,199,593.52	Standalone LC Facility
107.	JPP, LLC as debt holder	7376	\$80,199,593.52	Standalone LC Facility
108.	JPP, LLC as debt holder	7373	\$80,199,593.52	Standalone LC Facility
109.	JPP, LLC as debt holder	7351	\$80,199,593.52	Standalone LC Facility
110.	JPP, LLC as debt holder	7340	\$80,199,593.52	Standalone LC Facility
111.	JPP, LLC as debt holder	7338	\$80,199,593.52	Standalone LC Facility
112.	JPP, LLC as debt holder	7329	\$80,199,593.52	Standalone LC Facility
113.	JPP, LLC as debt holder	7323	\$80,199,593.52	Standalone LC Facility
114.	JPP, LLC as debt holder	7313	\$80,199,593.52	Standalone LC Facility
115.	JPP, LLC as debt holder	7295	\$80,199,593.52	Standalone LC Facility
116.	JPP, LLC as debt holder	7284	\$80,199,593.52	Standalone LC Facility
117.	JPP, LLC as debt holder	7274	\$80,199,593.52	Standalone LC Facility
118.	JPP, LLC as debt holder	7203	\$80,199,593.52	Standalone LC Facility
119.	JPP, LLC as debt holder	7200	\$80,199,593.52	Standalone LC Facility
120.	JPP, LLC as debt holder	7195	\$80,199,593.52	Standalone LC Facility

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Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit A - Disallowed Claims

In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
121.	JPP, LLC as debt holder	7527	\$52,204,376.83	FILO Facility
122.	JPP, LLC as debt holder	7494	\$52,204,376.83	FILO Facility
123.	JPP, LLC as debt holder	7493	\$52,204,376.83	FILO Facility
124.	JPP, LLC as debt holder	7478	\$52,204,376.83	FILO Facility
125.	JPP, LLC as debt holder	7475	\$52,204,376.83	FILO Facility
126.	JPP, LLC as debt holder	7462	\$52,204,376.83	FILO Facility
127.	JPP, LLC as debt holder	7436	\$52,204,376.83	FILO Facility
128.	JPP, LLC as debt holder	7427	\$52,204,376.83	FILO Facility
129.	JPP, LLC as debt holder	7426	\$52,204,376.83	FILO Facility
130.	JPP, LLC as debt holder	7425	\$52,204,376.83	FILO Facility
131.	JPP, LLC as debt holder	7423	\$52,204,376.83	FILO Facility
132.	JPP, LLC as debt holder	7422	\$52,204,376.83	FILO Facility
133.	JPP, LLC as debt holder	7419	\$52,204,376.83	FILO Facility
134.	JPP, LLC as debt holder	7417	\$52,204,376.83	FILO Facility
135.	JPP, LLC as debt holder	7416	\$52,204,376.83	FILO Facility
136.	JPP, LLC as debt holder	7415	\$52,204,376.83	FILO Facility
137.	JPP, LLC as debt holder	7402	\$52,204,376.83	FILO Facility
138.	JPP, LLC as debt holder	7385	\$52,204,376.83	FILO Facility
139.	JPP, LLC as debt holder	7344	\$52,204,376.83	FILO Facility
140.	JPP, LLC as debt holder	7331	\$52,204,376.83	FILO Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit A - Disallowed Claims

In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
141.	JPP, LLC as debt holder	7328	\$52,204,376.83	FILO Facility
142.	JPP, LLC as debt holder	7327	\$52,204,376.83	FILO Facility
143.	JPP, LLC as debt holder	7304	\$52,204,376.83	FILO Facility
144.	JPP, LLC as debt holder	7272	\$52,204,376.83	FILO Facility
145.	JPP, LLC as debt holder	7271	\$52,204,376.83	FILO Facility
146.	JPP, LLC as debt holder	7233	\$52,204,376.83	FILO Facility
147.	JPP, LLC as debt holder	7198	\$52,204,376.83	FILO Facility
148.	JPP, LLC as debt holder	7189	\$52,204,376.83	FILO Facility
149.	JPP, LLC as debt holder	7169	\$52,204,376.83	FILO Facility
150.	SL Agent, LLC as administrative agent	7481	\$834,963,055.51	Real Estate 2020 Loan
151.	SL Agent, LLC, as administrative agent	7496	\$834,963,055.51	Real Estate 2020 Loan
152.	SL Agent, LLC, as administrative agent	7488	\$834,963,055.51	Real Estate 2020 Loan
153.	SL Agent, LLC, as administrative agent	7485	\$834,963,055.51	Real Estate 2020 Loan
154.	SL Agent, LLC, as administrative agent	7479	\$834,963,055.51	Real Estate 2020 Loan
155.	SL Agent, LLC, as administrative agent	7410	\$834,963,055.51	Real Estate 2020 Loan
156.	SL Agent, LLC, as administrative agent	7244	\$834,963,055.51	Real Estate 2020 Loan
157.	SL Agent, LLC, as administrative agent	7137	\$834,963,055.51	Real Estate 2020 Loan
158.	SL Agent, LLC, as administrative agent	7122	\$834,963,055.51	Real Estate 2020 Loan
159.	SL Agent, LLC, as administrative agent	7121	\$834,963,055.51	Real Estate 2020 Loan
160.	SL Agent, LLC, as administrative agent	7117	\$834,963,055.51	Real Estate 2020 Loan

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit A - Disallowed Claims

In re: Sears Holdings Corporation, *et al.*  
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
161.	SL Agent, LLC, as administrative agent	7116	\$834,963,055.51	Real Estate 2020 Loan

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Exhibit B**

**Claims Hearing Procedures**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
-----	X	

**COURT-ORDERED CLAIMS HEARING PROCEDURES**

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

**Claims Hearing Procedures**

- Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.



2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)<sup>2</sup> is properly filed and served.
3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (each, a “**Claims Hearing**”) to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
  - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
  - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as **Exhibit 2** (a “**Notice of Merits Hearing**”), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.

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<sup>2</sup> Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT